FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

UNIFORM LIMITED OFFERING EXEMPTION



03040714

CE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPROVAL OMB NUMBER: 3235-0076 May 31, 2005 Expires: Estimated average burden hours per response......1.00

	SEC USE ONLY	
Prefix	Serial I	
	DATE RECEIVED	

Name of Offering (check if this is an amen	dment and name has changed, and indicate change.)		
Series C Participating Preferred Stock and	Warrants to Purchase Series A-2, B-6 and B-7 Convert		
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	n 4(6) □ ULOE DEC 1 5 2003	
Type of Filing: ■ New Filing ☐ Amendme	ent	DEC 1 9	
	A. BASIC IDENTIFICATION DAT	7A 2086	
1. Enter the information requested about the	issuer	\.	
Name of Issuer (□ check if this is an amendm	ent and name has changed, and indicate change.)		
deNovis, Inc.			
Address of Executive Offices (Number	and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
One Cranberry Hill Road, Lexington, MA	02421	(781) 372-3800	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
Brief Description of Business:			
The Company develops administration sys	tems for health plans.	PROCESSEI PROCESSEI	
Type of Business Organization		/ DEC 1 = 1000	
■ corporation	☐ limited partnership, already formed	□ other (please specify): DEC 17 2003	
□ business trust	☐ limited partnership, to be formed	, Lander of the second	
	Month Year	/ THOMSON FINANCIAL	
Actual or Estimated Date of Incorporation or			
Jurisdiction of Incorporation or Organization	(Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

AT	TENT	LION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire 	the issuer has be the power to vote	or dispose, or direct the	vote or disposition of, 10	% or more of a cla	uss of equity securities of the issuer;
Each general and managing part			general and managing pa	raiers or paraners.	np issuess, and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					3 3
Burkett, Bradford C. Business or Residence Address	(Ni	Stand City Control 7 Con	1.4		
business of Residence Address	(Number and S	Street, City, State, Zip Co	ue)		
C/o deNovis, Inc., One Cranberry Hill I	Road, Lexingtor	, MA 02421			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Conlin Frie					
Conlin, Eric Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Dushiess of Residence Address	(I valilioe) und c	nicet, enj, otate, zap eo	uc)		
C/o deNovis, Inc., One Cranberry Hill 1	Road, Lexingtor	, MA 02421			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Umana, Christopher					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
	(1.011041 4110 0	, e, e, <u>e</u> p	,		
C/o deNovis, Inc., One Cranberry Hill	Road, Lexingtor	a, MA 02421			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
King-Shaw, Ruben					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
			,		
C/o deNovis, Inc., One Cranberry Hill					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Carusi, Michael					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
		a			
C/o Advanced Technology Ventures, 10 Check Box(es) that Apply:		··· <u>·</u> ·· · · · · · · · · · · · · · · ·			
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
run Name (Last name mst, n morvidual)					
Dreyfous, James					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
CU TILL TO ADD TO 1	0 % 100 0 % 1	1 C' 1777 0 44 0 0			
C/o Utah Ventures, 423 Wakara Way, Check Box(es) that Apply:			m F	- D'	
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
i dii i tume (Edst name inst, ii muividuai)					
Ferguson, Allan					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
C/o 3i Corporation, 890 Winter Street,	Suite 160 Walt	hom MA 02451			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	T Exacutive Officer	Director	General and/or Managing Portner
Full Name (Last name first, if individual)		in Deficiencial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
(white many in many individual)					
Lee, Young			····		
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
C/o Audax Group, 101 Huntington Av	enue, Boston, N	1A 02199			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	FICATION DATA		
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Waxman, Albert S.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
C/o Psilos Group, 625 Avenue of the Am	oricae Ath Floo	r Nov Vark NV 19011			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B 110moter	Denencial Owner	Laccative officer	2 Director	Ochera and managing rather
3i Technology Partners, L.P. Business or Residence Address	(Number and S	treet, City, State, Zip Coo			
Business of Residence Address	(Number and S	iteet, City, State, Zip Coc	ic)		
c/o 3i Corporation, 890 Winter Street, St	uite 160, Walth	am, MA 02451			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Advanced Technology Ventures VI, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
1000 Winter Street, Suite 3700, Walthan	n MA 02451				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	E Tiomotei	- Bellettelat Owner	E Executive Officer	<u> B Director</u>	Concra and of Managing Latino
	.•				
International Business Machines Corpor Business or Residence Address		Street, City, State, Zip Co	vde)		
Submess of Residence /sauress	(I valided this	oncer, erry, orare, zap er	,40)		
IBM Global Services Business Developm	nent, Route 100			89	
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Psilos Group Partners II, L.P.	-				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
625 Avenue of the Americas, 4th Floor, N	Jou Vorb NV	10011			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
ŕ					
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
Durings of residence radios	(1 tamout and	Sason, Cary, State, Eap Co			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		-

•	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$	<u>n/a</u>
3.	Does the offering permit joint ownership of a single unit?	Yes -	No
<i>4</i> .	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		
-7.	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual) ne		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	me of Associated Broker or Dealer		
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_ [_ [[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	l name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	me of Associated Broker or Dealer		,=-,,,,,,
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_	[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	ll Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
-Nar	me of Associated Broker or Dealer		
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
-	[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity Series C Participating Preferred Stock	\$ <u>200,000,000</u>	\$ <u>4,259,892</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants) Warrants to Purchase Series A-2, B-6 and B-7	\$	\$
	Partnership Interests	\$	\$
	Other (Specify	\$	\$
	Total	\$_200,000,000_	\$ <u>4,259,892</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	13	\$ <u>4,259,892</u>
	Non-accredited Investors		•
	Total (for filings under Rule 504 only)		Φ
	Answer also in Appendix, Column 4, if filing under ULOE		\$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		¥ <u></u>
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	٥	\$
	Legal Fees		\$ <u>250,000</u>
	Accounting Fees		\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)		\$
			# AF0 000
	Total		\$ <u>250,000</u>

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EX	PENSES AN	D USE OF PROCEEDS				
	b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."				5,	\$_199,750,000		
5.	for each of the purposes shown. If the amount for and check the box to the left of the estimate. The t	idicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used or each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the djusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.						
		,		Payments to Officers, Directors, & Affiliates		Payments To Others		
	Salaries and fees		-	\$	۵	\$		
	Purchase of real estate	·····	0	\$	۵	S		
	Purchase, rental or leasing and installation of mach	ninery and equipment,	0	\$	Ď	\$		
	Construction or leasing of plant buildings and facil	lities		\$	a	\$		
	Acquisition of other business (including the value that may be used in exchange for the assets or secu	rities of another issuer pursuant to a		_				
	merger)		•	\$		\$		
	Repayment of indebtedness		0	\$	D	\$		
	Working capital	**************************************		\$		\$ <u>199,750,000</u>		
	Other (specify):			\$		\$		
		1177.10.3341.335.73341.3344.4334.434.4						
			0	2	0	\$		
	Column Totals			\$	#	\$ <u>199,750.000</u>		
	Total Payments Listed (column totals added)			■ \$_1	99.750.000	L		
		D. FEDERAL SIGNATI	JRE					
T'L	: issuer has duly caused this notice to be signed by th	a understand duly authorized moreon	If this nation	is filed under Dule 505 the	following s	ijanatura constitut		
an.	undertaking by the issuer to furnish to the U.S. Secur n-accredited investor pursuant to paragraph (b)(2) of	tties and Exchange Commission, upon						
88	ucr (Print or Type)	Signature		Date	.,			
	Novis, Inc.	- Clar		December 9, 2003				
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)						
Ch	ristopher Umana	Vice President - Legal Affairs						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)